

## **EXHIBIT W**

**IORI OPERATING, INC.**

**CERTIFIED RESOLUTIONS**

I, Melissa G. James, hereby certify that I am the duly elected, qualified and acting Assistant Secretary of IORI Operating, Inc., a Nevada corporation (the "Company"). I further certify that the following resolutions were adopted by the Board of Directors (the "Board") of the Company and such authorization remains in full force and effect as of this day and have not been amended, replaced, rescinded or revoked.

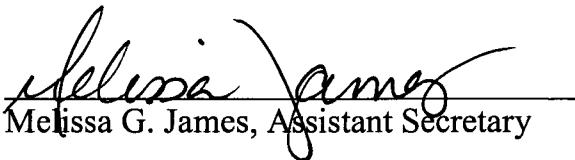
**IORI CENTURA, INC. DISTRIBUTION OF ITS PROMISSORY NOTE  
FROM FENTON REAL ESTATE, INC. TO IORI OPERATING, INC.  
VIA AN ALLONGE TO ORIGINAL PROMISSORY NOTE**

**RESOLVED**, that the Board of the Company ("IOI"), on behalf of itself and IORI Centura, Inc. ("IORI Centura"), a wholly owned subsidiary of IOI, hereby recognizes and approves the distribution of an original Promissory Note (the "Note") given by Fenton Real Estate, Inc. dated December 23, 2010 and payable to IORI Centura in the amount of approximately \$5,793,344.67 to IOI via an allonge to the Note;

**FURTHER RESOLVED**, that any officer of the Company is authorized and directed to do any and all things deemed necessary or advisable in the best interest of the Company, in his sole discretion, in connection with the transaction(s) and to execute any and all documents necessary to complete the transaction(s) in the name of and on behalf of the Company; and

**FURTHER RESOLVED**, that any officer is authorized to (a) sign, execute, certify to, verify, acknowledge, deliver, accept, file and record any and all instruments and documents, and (b) take, or cause to be taken, any and all such action in the name and on behalf of the Company or otherwise, as in his judgment is necessary, desirable or appropriate in order to consummate the transaction(s), including forming special purpose entity(s) for this purpose contemplated by or otherwise to effect the purpose of the foregoing resolutions, including preparing and producing certified resolutions that conform to specific resolutions requested by a lender that do not materially or substantially differ from these resolutions, and all actions taken by officers of the Company in connection with the transaction(s) referred to in the foregoing resolutions are hereby ratified and confirmed.

**IN WITNESS WHEREOF**, I have hereunto set my hand this 27<sup>th</sup> day of December, 2010.

  
Melissa G. James, Assistant Secretary